

IN THE UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK

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	:	
In re	:	Chapter 11
	:	
DELPHI CORPORATION, <u>et al.</u> ,	:	Case No. 05-44481 (RDD)
	:	
Debtors.	:	(Jointly Administered)
	:	
-----	x	

AFFIDAVIT OF SERVICE

I, Elizabeth Adam, being duly sworn according to law, depose and say that I am employed by Kurtzman Carson Consultants LLC, the Court appointed claims and noticing agent for the Debtors in the above-captioned cases.

On January 14, 2008, I caused to be served the documents listed below (i) upon the parties listed on Exhibit A hereto via overnight mail, (ii) upon the parties listed on Exhibit B hereto via electronic notification, and (iii) upon the parties listed on Exhibit C hereto via postage pre-paid U.S. mail:

Debtors' Supplemental Reply in Further Support of Debtors' Objection Regarding Proof of Claim Number 8391 (Motorola, Inc. / Temic Automotive of North America, Inc.) (Docket No. 11984) [a copy of which is attached hereto as Exhibit D]

Dated: February 8, 2008

/s/ Elizabeth Adam  
Elizabeth Adam

State of California  
County of Los Angeles

Subscribed and sworn to (or affirmed) before me on this 8th day of February, 2008, by Elizabeth Adam, proved to me on the basis of satisfactory evidence to be the person who appeared before me.

Signature: /s/ Leanne V. Rehder

Commission Expires: 3/2/08

# **EXHIBIT A**

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UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK

-----X	:	
In re:	:	
	:	Chapter 11
DELPHI CORPORATION, et al.,	:	Case No. 05-44481 [RDD]
	:	
Debtors.	:	Jointly Administered
	:	
-----X	:	

**DEBTORS' SUPPLEMENTAL REPLY IN FURTHER SUPPORT OF DEBTORS'  
OBJECTION REGARDING PROOF OF CLAIM NUMBER 8391  
(MOTOROLA, INC./ TEMIC AUTOMOTIVE OF NORTH AMERICA, INC.)**

Delphi Corporation ("Delphi") and certain of its subsidiaries and affiliates, including Delphi Automotive Systems LLC ("DAS LLC"), debtors and debtors-in-possession in the above-captioned cases (collectively, the "Debtors"), hereby submit this Supplemental Reply in Further Support of Debtors' Objection Regarding Proof of Claim Number 8391 filed by Motorola, Inc. ("Motorola") and subsequently transferred to Temic Automotive of North America, Inc. ("Temic" and, together with Motorola, the "Claimant") and respectfully represent:

Preliminary Statement

1. Claimant improperly seeks damages based upon an incorrect allegation that the Debtors cancelled a pre-petition requirements contract between Motorola and the Debtors pursuant to which Motorola was to provide 100% of the Debtors' production and service requirements for certain components for incorporation in the Delphi Quadrasteer System for use in the GMT 900 Program (the "GMT900 Quadrasteer Requirements Contract") for General Motors.

2. In support of the damages it seeks, Claimant asserts:  
(i) as a legal matter, that whether DAS LLC "acted in good or bad faith is of no matter"; and (ii) as a factual matter, that notwithstanding the parties' failure to agree on the consequences of a cancellation, "[e]arly cancellation claims are common in the auto industry. Motorola expected and Delphi knew early cancellation claims would be brought if Delphi cancelled the Contract." These assertions are incorrect and are not supported by any reliable evidence.

3. Claimant's legal position is directly contrary to this Court's prior ruling in the Debtors' bankruptcy proceedings that there can be no breach of a requirements contract in the absence of bad faith. See In re Delphi Corporation, et al., Chapter 11 Case No. 05-44481, Transcript of Proceedings, March 1, 2007, at 25.

4. Claimant's factual allegations are supported solely by self-serving affidavits, which describe Temic's view of industry practice but are, in fact, contrary to industry practice. See Declaration of Jeffrey A. McInerney in Support of Debtors' Supplemental Reply in Further Support of Debtors' Objection Regarding Proof of Claim 8391 (Motorola, Inc./Temic Automotive of North America, Inc.) executed on January 14, 2008 ("McInerney Decl.") ¶ 27 - 31; Declaration of Brad J. Werner in Support of

Debtors' Supplemental Reply in Further Support of Debtors' Objection Regarding Proof of Claim Number 8391 (Motorola, Inc./Temic Automotive of North America, Inc.) executed on January 14, 2008 ("Werner Decl.") ¶ 28 - 31.

5. The GMT900 Quadrasteer Requirements Contract was not cancelled. See Werner Decl. ¶ 25 & Ex. A.

6. Settled Illinois law - the law that would be controlling if Motorola's terms and conditions applied - provides that "[r]easonable elasticity in the requirements in expressly envisaged by [§ 2-306, which governs requirements contracts] and good faith variations from prior requirements are permitted even when the variation may be such as to result in discontinuance. A shut-down by a requirements buyer for lack of orders might be permissible when a shut-down merely to curtail losses would not. The essential test is whether the party is acting in good faith." Ill. Comp. Stat. 5/2-306, Uniform Commercial Code Comment 2.

7. Motorola understood that General Motors' needs drove DAS LLC's requirements at the time that it entered into the GMT900 Quadrasteer Requirements Contract. See McNerney Decl. ¶ 14; Werner Decl. ¶ 15.

8. When General Motors' needs changed, DAS LLC informed Motorola and tried to move forward with developing another Quadrasteer program with Nissan that would have utilized the parts that Motorola was developing with DAS LLC for General Motors. See McNerney Decl. ¶ 18; Werner Decl. ¶ 18.

9. Motorola ultimately walked away from the Nissan business, which resulted in DAS LLC's inability to achieve market penetration for this revolutionary product. See McNerney Decl. ¶ 23; Werner Decl. ¶ 24.

10. DAS LLC acted in good faith at all times in its dealings with Motorola. See McNerney Decl. ¶ 24.

11. Consequently, neither the law nor the facts support Claimant's entitlement to any damages, and Claimant's unfounded and overstated cancellation claim should be disallowed and expunged in its entirety.

Procedural Background

12. On or about June 23, 2006, Motorola filed proof of claim number 8391 and asserted an unsecured nonpriority claim in the amount of \$8,385,154 against DAS LLC (the "Claim").

13. On August 4, 2006, Motorola and Temic filed a Notice of Transfer of Claim Pursuant to Bankruptcy Rule 3001(e)(2) and disclosed that Motorola had transferred "all of its right, title, interest, claims and causes of action in and to, or arising under or in connection with" certain claims filed against the Debtors, including the Claim, to Temic (Docket No. 4858).

14. On June 15, 2007, the Debtors objected to the Claim pursuant to the Debtors' Seventeenth Omnibus Objection (Substantive) Pursuant to 11 U.S.C. § 502(b) and Fed. R. Bankr. P. 3007 to Certain (A) Insufficiently Documented Claims, (B) Claims Not Reflected on Debtors' Books and Records, (C) Insurance Claim Not Reflected on Debtors' Books and Records, (D) Untimely Claims and Untimely Tax Claims, and (E) Claims Subject to Modification, Tax Claims Subject to Modification, and Modified Claims Asserting Reclamation (Docket No. 8270) (the "Seventeenth Omnibus Claims Objection").

15. On July 6, 2007, Temic filed its Response to the Seventeenth Omnibus Claims Objection (Docket No. 8483) (the "Response"). In the Response, Temic asserted that the Debtors had not presented enough evidence to overcome the presumed validity and amount of the Claim, but Temic did not provide any additional information to support the Claim.



16. On November 12, 2007, the Debtors filed their Statement of Disputed Issues Regarding Proof of Claim Number 8391 (Motorola Inc./Temic Automotive of North America, Inc.) (Docket No. 10895).

17. On December 20, 2007, Claimant filed its Supplemental Response to Debtors' Statement of Disputed Issues Regarding Proof of Claim Number 8391 (Motorola, Inc./Temic Automotive of North America, Inc.) (Docket No. 11567) (the "Supplemental Response").

#### Factual Background

18. In 2001, the QuadraSteer GMT800 system entered the market and generated immediate consumer enthusiasm with technological advancements. In order for DAS LLC to grow the product, it could not depend solely on consumer enthusiasm, and it needed to build its original equipment manufacturer ("OEM") customer base to drive competition between car manufacturers, leading to larger market penetrations. See Werner Decl. ¶ 22.

19. On November 1, 2002, DAS LLC entered into the GMT900 QuadraSteer Requirements Contract with Motorola to meet the needs of General Motors, which was then interested in developing QuadraSteer, *i.e.* a four wheel steering technology option for full-size pick up trucks and sports utility vehicles. See McInerney Decl. ¶ 12 - 13; Werner Decl. ¶ 12 - 13.

20. DAS LLC's requirements from Motorola under the GMT900 QuadraSteer Requirements Contract were based upon the projected needs of General Motors. Motorola understood that General Motors' needs drove DAS LLC's requirements at the time that it entered into the GMT900 QuadraSteer Requirements Contract. See McInerney Decl. ¶ 14-15; Werner Decl. ¶ 14-15.

21. General Motors delayed the launch of the GMT900 Program from calendar year 2005 to calendar year 2006. See McNerney Decl. ¶ 16; Werner Decl. ¶ 16.

22. In December of 2004, General Motors informed DAS LLC that current sales of the Quadrasteer program (then already in production on the GMT800) were weak from a combination of marketing and feature packaging for new vehicle sales. General Motors further informed DAS LLC that it was unlikely that this product would be offered as an option for the GMT900 platform, thus reducing the requirements to near zero. This was unfortunate because feedback from the market indicated that the vehicle owners loved the product. A contributing factor to the change in requirements and the low market penetration was the cost of this product option. Motorola partially fueled this high cost with several unilateral price increases for its Electronic Steering Controller. The supply base (including Motorola) was immediately informed of the change in General Motors' requirements. See McNerney Decl. ¶ 22.

23. As General Motors' needs changed, DAS LLC pursued Quadrasteer programs with other automotive manufacturers, including Ford, DCX, Toyota, Fiat and Renault, that would utilize the same Motorola parts subject to the GMT900 Quadrasteer Requirements Contract. See McNerney Decl. ¶ 17; Werner Decl. ¶ 17.

24. In the Spring of 2004, DAS LLC received a nomination letter of intent for the production of the Quadrasteer product from Nissan. This represented a huge opportunity for DAS LLC to foster and grow the Quadrasteer product with substantially more market penetration with a new customer. Because the Nissan program would use the same architecture as the GMT900, and because Motorola was a strategic supplier at the time of this significant award, DAS LLC invited Motorola to work collaboratively with it on the program. Following that, Motorola joined DAS LLC

in the development of the Nissan Electronic Steering Controller. Motorola designed and built prototypes and took part in weekly product development team meetings with DAS LLC and Nissan. See McInerney Decl. ¶ 18; Werner Decl. ¶ 18.

25. In September 2004, however, Motorola informed the Debtors that the Nissan program did not meet its financial requirements and that supporting the program was inconsistent with Motorola's direction because it would entail revisions to existing processes. See McInerney Decl. ¶ 19; Werner Decl. ¶ 19.

26. As a result of Motorola having rejected the Nissan business, DAS LLC Steering was forced to approach Nissan and inform it that DAS LLC was unable to honor its commitment. This resulted in irreparable damage to DAS LLC's relationship with Nissan. See McInerney Decl. ¶ 20; Werner Decl. ¶ 21.

27. Moreover, Motorola's decision to abandon the Nissan business left DAS LLC without a supplier of a critical component for QuadraSteer, and it was no longer possible for DAS LLC to pursue in good faith additional QuadraSteer business from other customers. DAS LLC could not risk Motorola walking away from other potential new business with QuadraSteer and further damaging DAS LLC's reputation and additional pursuits with Ford, DCX, Toyota, Fiat and Renault and efforts to secure those opportunities were discontinued. See McInerney Decl. ¶ 21.

28. The loss of a supplier of a critical component on QuadraSteer for Nissan and the unsolicited price increases by Motorola for its Electronic Steering Controller, coupled with poor marketing of the product by General Motors, resulted in the inability to achieve market penetration for this revolutionary product. This resulted in damages to DAS LLC. While not the entirety of damages, the portion that DAS LLC believes Motorola is responsible for and which has been clearly communicated to Motorola is \$11.3M USD. See McInerney Decl. ¶ 23; Werner Decl. ¶ 24 & Ex. A.

29. DAS LLC at all times acted in good faith and did not breach or cancel the GMT900 Quadrasteer Requirements Contract. See McInerney Decl. ¶ 24.

30. Commencing in early 2005, Motorola repeatedly asserted that DAS LLC had cancelled the GMT900 Requirements Contract and DAS LLC consistently corrected this assertion. For example, on the March 21, 2005, DAS LLC's Purchasing Director wrote "I am in receipt of your letter dated 03Feb05 and wish to clarify that I did not state this program was cancelled. . . ." Werner Decl. ¶ 25 and Ex. A.

31. Notwithstanding that correspondence, on May 3, 2005, Motorola presented DAS LLC with a request for cancellation damages in the amount of \$8,385,154 compromised of: (i) engineering costs of \$4,152,864; (b) capital costs of \$708,088; and (c) lost profits of \$3,524,201, without any explanatory calculations. See McInerney Decl. ¶ 25; Werner Decl. ¶ 26 & Ex. B.

32. DAS LLC did not pay Motorola the requested cancellation damages because consistent with the GMT900 Requirements Contract, it had acted in good faith and had not breached its contract with Motorola, inasmuch as its decreased requirements were caused by General Motors' decreased requirements. See McInerney Decl. ¶ 26; Werner Decl. ¶ 27.

33. DAS LLC's decision not to pay cancellation damages was also consistent with the parties' course of dealing and trade usage in the automotive industry as well as the approach that DAS LLC has taken with other suppliers of similar Quadrasteer components. See McInerney Decl. ¶ 27; Werner Decl. ¶ 28.

### Argument

#### A. The Claim Fails as a Matter of Law

34. The Debtors do not disagree with Claimant's view of the "Battle of the Forms" discussed at pages 7 to 9 of Claimant's Supplemental Response, *i.e.* that gap-filling provisions of the Uniform Commercial Code govern in instances where conflicting terms cancel each other out.

35. What the Debtors do disagree with is the Claimant's disregard for the Uniform Commercial Code's provisions concerning requirement contracts and related case law.

36. Apparently realizing that the law controlling requirements contracts does not impose liability on good faith buyers with changed needs, Claimant argues that "whether [DAS LLC] acted in good or bad faith is of no matter." Supplemental Response, at 2.

37. The commercial codes of both Illinois and Michigan recognize that "[a] term which measures the quantity by the output of the seller or the requirements of the buyer means such actual output or requirements as may occur in good faith . . . ." Mich. Comp. Laws §440.2306(1) (2007); Ill. Comp. Stat. 5/2-306(1) (2007) (emphasis added).

38. Official Comment 2 to § 2-306 of the Uniform Commercial Code (UCC), the Illinois UCC, and the Michigan UCC provides: "Reasonable elasticity in the requirements is expressly envisaged by this section and good faith variations from prior requirements are permitted even when the variation may be such as to result in discontinuance. A shut-down by a requirements buyer for lack of orders might be

permissible when a shut-down merely to curtail losses would not. The essential test is whether the party is acting in good faith.”

39. This Court has previously ruled that there can be no breach of a requirements contract in the absence of bad faith:

The only limitation [on the rule that a requirements contract is valid and enforceable] is that the contracting party act in good faith in respect of its requirements. However, the evidence here does not show any absence of good faith by DAS. Indeed, I don't believe an absence of good faith is alleged. Moreover, the letter dated March 3, 2005 by Mr. Sharplee to Mr. Robins states, among other things, “perhaps there was nothing that could have been done to prevent these events from occurring from Delphi's perspective,” that is the losses that occurred because of the overall nature of the project. So I conclude that Delphi acted in good faith and that its requirements contract should be enforced pursuant to its terms.

In re Delphi Corporation, et al., Chapter 11 Case No. 05-44481, Transcript of Proceedings, March 1, 2007, at 25 - 26.

40. While the claim filed by LaborSource 2000, Inc. did not raise “Battle of the Forms” issues, this distinction is of no moment because (i) this aspect of the Court's ruling concerns the consequences of good faith behavior in a requirements contract where the buyer's needs have changed; and (ii) whichever form prevails, good faith will defeat a cancellation claim.

41. Moreover, this Court's ruling echoes clearly established law. See Wilsonville Concrete Products v. Todd Building Co., 574 P.2d 1112 (Or. 1978) (“Both at common law (pre-code) and under the Oregon Uniform Commercial Code, a requirements contract is simply an agreement by the buyer to buy his good faith requirements of good exclusively from the seller. If in good faith the buyer has no requirements, then he is not obligated to buy anything.”) (citing 1A Corbin on Contracts 30-33, s 156 (1963)); Schawk, Inc. v. Donruss Trading Cards, Inc., 746 N.E.2d 18 (Ill. App. 1 Dist. 2001) (finding no breach of requirements contract where manufacturer's

requirements were reduced to zero following sale of substantially all assets in good faith). See also Empire Gas Corp. v. American Bakeries Co., 840 F.2d 1333, 1338 (7<sup>th</sup> Cir. 1988) (Posner, J.) (“the seller assumes the risk of all good faith variation in the buyer’s requirements even to the extent of a determination to liquidate or discontinue the business.”) (quoting HML Corp. v. General Foods Corp., 365 F.2d 77, 81 (3d Cir. 1966)); Tigg Corp. v. Dow Corning Corp., 962 F.2d 1119, 1126 (3d Cir. 1992) (Alito, J.) (“[U]nder the U.C.C., a requirements buyer may have a good faith reason for demanding no goods from the seller. In such a case, the buyer does not breach by ordering no goods.”); MDC Corp., Inc. v. John M. Heartland Co., 228 F.Supp.2d 387 (S.D.N.Y. 2002) (stating that under a requirements contract a buyer may reduce its requirements to zero if acting in good faith) (citing Canusa Corp. v. A&R Lobosco, Inc., 986 F.Supp. 723, 729-30 (E.D.N.Y. 1997)); NCC Sunday Inserts, Inc. v. World Color Press, Inc., 759 F.Supp. 1004, 1009 (S.D.N.Y. 1991) (finding that, in evaluating whether a buyers reduction to zero is in good faith and therefore not a breach, “[t]he proper inquiry requires an analysis of the buyer’s subjective motives to determine if it had a legitimate business reason for eliminating its requirements”). Accord Neofotistos v. Harvard Brewing Co., 171 N.E.2d 865 (Mass. 1961) (seller of brewing by-product in output contract acted in good faith and thus did not breach when it reduced output (analogous to requirements) to zero by voluntarily ceasing the brewing of malt beverages in an exercise of its sound business judgment that such production was no longer profitable).

42. Wilsonville Concrete Products v. Todd Building Co., 574 P.2d 1112 (Or. 1978) is instructive because it presents an analogous factual situation. In Wilsonville Concrete, the defendant-buyer, a construction company, contracted with the plaintiff-seller to purchase all concrete needed for the construction of a secured wing at a state hospital. While the parties had estimated that approximately 3,000 cubic

yards would be needed, only 245 cubic yards had been delivered when the state was forced to cancel the project. The termination of the project by the defendant's customer, the state, eliminated its concrete requirements for the project and no further deliveries were accepted from the plaintiff. In ruling in favor of the buyer, the Court found it to be 'hornbook law' that "[I]f in good faith the buyer has no requirements, then he is not obligated to buy anything." Id. at 1114-15. The Court held that "once the hospital project was terminated by the State of Oregon defendant had no good faith need for plaintiff's concrete and defendant was no obligated to buy any further concrete from plaintiff pursuant to the requirements contract." Id. at 1115.

43. When it executed the GMT900 Quadrasteer, DAS LLC agreed to buy its good faith requirements in connection with the GMT900 Quadrasteer program exclusively from Motorola and did so.

44. DAS LLC acted in good faith at all times with respect to its dealings with Motorola, and Motorola has not, and cannot, establish any bad faith on the part of DAS LLC.

45. DAS LLC did not re-source. When General Motors' needs changed, Motorola was timely informed and DAS LLC tried to move forward with developing another Quadrasteer program with Nissan that would have utilized the parts that Motorola was developing with DAS LLC for General Motors. Having walked away from that opportunity -- to the Debtors' great detriment -- Claimant should not now be heard to complain about lost profits.

46. Because the Claim is unfounded in law and not supported by facts, it should be disallowed and expunged in its entirety.



B. The Claim is Grossly Overstated

47. Even if Motorola could credibly assert that the Claim is legally viable, the Claim is not one that would be recognized as valid in the automotive industry, but rather would be considered invalid and grossly overstated.

48. When an original equipment manufacturer, such as General Motors, has a requirements contract from a Tier I supplier, the Tier I supplier needs to procure parts from other companies. In the absence of volume guarantees, both the Tier I and Tier II companies servicing the needs of an original equipment manufacturer assume the risk that volume will decrease or disappear entirely. See McNerney Decl. ¶ 28; Werner Decl. ¶ 29.

49. While Tier I and Tier II suppliers are not under a legal obligation to compensate their sub-suppliers under such circumstances, in the interest of good will, other forms of consideration are sometimes proposed such as additional business opportunities or the purchase of dedicated capital for reuse in other applications. See McNerney Decl. ¶ 29; Werner Decl. ¶ 30.

50. Without acknowledging any wrongdoing in connection with the GMT900 Quadrasteer Requirements Contract, DAS LLC did offer an additional business opportunity to Motorola in the form of the proposed Nissan Quadrasteer project, but Motorola ultimately abandoned that opportunity. See McNerney Decl. ¶ 18 - 19; Werner Decl. ¶ 18 - 19.

51. DAS LLC did not breach any of its contractual obligations to Motorola under the GMT900 Quadrasteer Requirements Contract. In any event, Motorola's damages claim is unsupported by the evidence and is inconsistent with automotive industry standards. See McNerney Decl. ¶ 26 - 27.

52. Contrary to industry standards for example, Motorola seeks reimbursement (a) for payroll of employees recording time on the GMT900 Requirements Contract, which is considered in the industry to be research and development; (b) for lost opportunities (profits) which are not the norm even in a cancellation claim, and (c) for capital equipment that it claims is useless to Motorola for other programs, but has not yet been made available for purchase by DAS LLC. See McInerney Decl. ¶ 31; Werner Decl. ¶ 31.

53. Because the lynchpin of Claimant's position is its view of the treatment of cancellation claims in the automotive industry and that view is presented in self-serving affidavits -- which are contrary to the automotive industry practice -- the Claim should be disallowed and expunged in its entirety as a matter of fact and law.

#### Conclusion

54. For all the reasons discussed above, the Debtors are not liable to Claimant and the Claim should be disallowed and expunged in its entirety.

#### Memorandum of Law

55. Because the legal points and authorities upon which this Supplemental Reply relies are incorporated herein, the Debtors respectfully request that the requirement of the service and filing of a separate memorandum of law under Local Rule 9013-1(b) of the Local Bankruptcy Rules for the United States Bankruptcy Court for the Southern District of New York be deemed satisfied.

WHEREFORE the Debtors respectfully request that this Court enter an order (a) disallowing and expunging the Claim, and (b) granting the Debtors such other and further relief as is just.

Dated: New York, New York  
January 14, 2008

DELPHI CORPORATION, et al.,  
Debtors and Debtors-in-Possession,  
By their Bankruptcy Conflicts Counsel,  
TOGUT, SEGAL & SEGAL LLP,  
By:

/s/ Neil Berger  
NEIL BERGER (NB-3599)  
SEAN MCGRATH (SM-4676)  
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Hearing Date: February 8, 2008  
Hearing Time: 10 a.m.

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UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK

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In re	:	Chapter 11
	:	
DELPHI CORPORATION, et al.,	:	Case No. 05-44481 [RDD]
	:	
Debtors.	:	(Jointly Administered)
	:	
-----X		

**DECLARATION OF JEFFREY A. MCINERNEY IN SUPPORT OF DEBTORS'  
SUPPLEMENTAL REPLY IN FURTHER SUPPORT OF DEBTORS'  
OBJECTION REGARDING PROOF OF CLAIM NUMBER 8391  
(MOTOROLA, INC./ TEMIC AUTOMOTIVE OF NORTH AMERICA, INC.)**

Jeffrey A. McInerney, hereby declares as follows:

1. I make this declaration on behalf of Delphi Automotive Systems LLC ("DAS LLC") in support of Debtors' Supplemental Reply in Further Support of Debtors' Objection Regarding Proof of Claim Number 8391 (the "Supplemental Reply"). I am the Global Buyer for Motors, Actuators and Electrical Assemblies for DAS LLC's Delphi Steering division.

2. Except as otherwise indicated, all facts set forth in this declaration are based upon my personal knowledge, upon information supplied to me by other employees of DAS LLC, upon information learned from my review of relevant documents, or upon my opinion based upon my experience and knowledge of DAS LLC's operations and the automobile industry in general.

**My Career in the Automotive Industry and at DAS LLC**

3. I am the Director for North America Supply Management for DAS LLC's Steering division. I have served in this position since August 1, 2006 and have worked for DAS LLC since May of 1989.

4. Prior to assuming this position, I served as the Director of Material Cost Improvement Program at DAS LLC Steering from 2004 to 2006.

5. I have approximately 17 years of experience working in the automotive industry in a variety of roles, including engineering, manufacturing operations, manufacturing planning, and supply chain management. I have interfaced with various automotive original equipment manufacturers ("OEMs") and "Tier II" suppliers in a number of different venues and under a variety of conditions.

6. I have been successful in facilitating numerous contract negotiations, warranty settlements, and difficult contractual disputes. Specifically with our supply base, I have a proven track record of being fair when encountering difficult situations related to the automotive industry.

7. DAS LLC has worked with most of the major automobile manufacturers including, General Motors, Ford, Chrysler, Nissan, etc. DAS LLC

Steering also interfaces with over 2000 suppliers on a regular basis and recently finished the renewal of over 600 contract extensions for calendar year 2007.

8. My previous job duties while working for DAS LLC include:
- 1989 – 1995 Manufacturing Supervisor – Led manufacturing teams through production of automotive components and assembly. Transitioned several components through new model launch periods. Interfaced with the end using assembly plants and end customers.
  - 1995 – 1997 Process/Manufacturing Engineer – Designed and led the procurement and installation of new manufacturing equipment for programs launching on the manufacturing floor.
  - 1997 – 1998 Operations Planner – Led product implementation teams for new programs starting on the manufacturing floor. Worked with product engineering for issues related to new models. Responsible for product footprint development within the plant as well as make/buy decisions of components.
  - 1998 - 1999 Delphi Manufacturing System Manager – Worked within a manufacturing facility as the change agent for the implementation of lean manufacturing techniques.
  - 1999 – 2002 Sub-Plant Manager – Passenger Car – Led a team of individuals responsible for the production of steering columns for 7

major vehicle assembly centers. Proactively worked with the UAW for conflict resolution.

- 2002 – 2004 Supplier Development Manager – Initiated and implemented lean manufacturing tools in the supply base at strategic supplier locations.
- 2004 – 2006 Director, Material Cost Improvement Program – Worked with product engineers and the supply base to eliminate waste and cost in the design and manufacture of component parts and sub assemblies.
- 2006 – Present Director, North America Supply Management – Responsible for North American Supply base for Steering. This would include contract management, conflict resolution, footprint decisions and fostering supply relationships.

9. Through my work experience at DAS LLC, I have obtained extensive knowledge and information about the automotive industry. I have had to deal with numerous automotive issues, including production throughput issues, launch difficulties, engineering changes, new product development and implementation. I have also had experience with many contractual issues. These would include warranty claims, cancellation claims, commodity pricing pressures, factory closures and bankruptcies, footprint migration and contract negotiation.

10. As the Director for North America Supply Management, I am allowed access to the business records of the company and company personnel. During the course of my investigation into the present claim involving DAS LLC and Motorola regarding Quadrateer, I have reviewed several documents, e-mails and have had conversations with numerous employees who are also familiar with the auto industry and our policies, procedures and history of dealing with Motorola.

11. During my 17 years of working in the automobile industry I have become knowledgeable about supply contracts and the process of procuring and executing contracts. In reviewing hundreds of contracts, I have been exposed to the terms and conditions of numerous suppliers, and how our company has chosen to respond to them. I am also familiar with the rare cases of a supplier's absolute refusal to accept DAS LLC's standard terms and conditions and DAS LLC's procedure for approval of non-standard terms and conditions. I have first-hand knowledge of how volume reductions and mix changes are handled in the industry.

**The Contract at Issue**

12. On November 1, 2002, DAS LLC and Motorola Inc. ("Motorola") entered into a requirements contract under which Motorola was to provide 100% of DAS LLC's production and service requirements for a critical component ("Electronic Steering Controller") to be incorporated into the Delphi Quadrateer System for use in the GMT 900 program (the "GMT900 Quadrateer Requirements Contract").

13. DAS LLC entered into the GMT900 Quadrateer Requirements Contract in order to meet the needs of its automaker customer General Motors, which



was then interested in developing a four wheel steering technology option for full-size pick up trucks and sport utility vehicles. GMT 900 was to be the replacement program for the GMT 800 QuadraSteer.

14. DAS LLC's requirements from Motorola under the GMT900 QuadraSteer Requirements Contract were based on the needs of its customer General Motors.

15. Motorola understood that General Motors' needs drove DAS LLC's requirements at the time that it entered into the GMT900 QuadraSteer Requirements Contract.

16. General Motors announced that it was delaying the launch of the GMT900 Program from calendar year 2005 to calendar year 2006.

17. In the meantime, DAS LLC pursued QuadraSteer programs with other automotive manufacturers, including Ford, DCX, Toyota, Fiat and Renault, that would utilize the same Motorola Electronic Steering Controller to be used in the GMT900 QuadraSteer program.

18. In the spring of 2004, Nissan issued a letter of intent to DAS LLC, naming it as Nissan's Tier 1 production source for its QuadraSteer program. This represented a huge opportunity for DAS LLC with an important new customer to expand the QuadraSteer product's market penetration. Because the Nissan program would use the same architecture as the GMT900 and Motorola was a strategic supplier at the time, DAS LLC invited Motorola to work collaboratively with it on the program. Following that, Motorola joined DAS LLC in the development of the Nissan Electronic

Steering Controller. Motorola designed and built prototypes and took part in weekly product development team meetings with DAS LLC and Nissan.

19. However, in September 2004, Motorola defaulted on its commitment to DAS LLC over the Nissan Quadrasteer program by abruptly announcing it would immediately terminate all work on the program. Motorola's excuse was that the Nissan program did not meet its financial requirements and that supporting the program was inconsistent with Motorola's direction because it would entail revisions to existing processes. Motorola had failed a series of Nissan quality and process audits and was unwilling to make the necessary investments for success.

**Consequences to DAS LLC from Motorola's Misconduct**

20. Because of Motorola's default on the Nissan Quadrasteer program, we had to inform Nissan that we were now unable to honor our commitment to the program. This resulted in substantial damage to DAS LLC's relationship with Nissan which has not healed to this day.

21. Because Motorola defaulted on the Nissan program and left DAS LLC without a supplier of a critical component like the Electronic Steering Controller, it was no longer possible to pursue in good faith additional Quadrasteer business from other automaker customers. DAS LLC could simply not risk Motorola walking away from other potential new Quadrasteer business and further damaging DAS LLC's reputation as a reliable supplier. As a result, additional pursuits with Ford, DCX, Toyota, Fiat and Renault were discontinued.

22. In December of 2004, General Motors informed DAS LLC that current sales of the GMT800 QuadraSteer program were weak for new vehicle sales and that, as a result, it was now unlikely that QuadraSteer would be offered as an option for the GMT900 platform, thus reducing its requirements to near zero. This was unfortunate because feedback from the market indicated that the vehicle owners loved the product. A contributing factor to the low market penetration and change in GM's requirements was the cost of the option. Motorola partially fueled this high cost with several unilateral price increases for its Electronic Steering Controller. The supply base (including Motorola) was immediately informed of the change in General Motors' requirements.

23. The loss of a critical component supplier like Motorola for the Nissan QuadraSteer program, the several unilateral price increases from Motorola for its Electronic Steering Controller, coupled with poor marketing of the product by General Motors resulted in the inability to achieve market penetration for this revolutionary product. This, in turn, caused considerable financial losses to DAS LLC. The portion of these financial losses that DAS LLC calculates Motorola is responsible for due to its default on the Nissan QuadraSteer program is approximately \$11,300,000.

**Motorola's Erroneous Assertion of "Cancellation"**

24. DAS LLC at all times acted in good faith with Motorola and did not cancel or otherwise breach the GMT900 QuadraSteer Requirements Contract.

25. Nevertheless, in a letter dated May 3, 2005, Motorola submitted a cancellation claim for alleged damages in the amount of \$8,385,154 comprised of: (a) engineering costs of \$4,152,864; (b) capital costs of \$708,088; and (c) lost profits of \$3,524,201.

26. DAS LLC did not pay Motorola the requested cancellation damages because, consistent with the GMT900 Requirements Contract, it had acted in good faith and had not breached any obligation to Motorola, inasmuch as, its decreased requirements were caused by General Motors' decreased requirements.

27. DAS LLC's decision not to pay cancellation damages was also consistent with the parties' course of dealing and trade usage in the automotive industry, as well as the approach it has taken with other suppliers of similar Quadrasteer components.

28. When an original equipment manufacturer, such as General Motors, has a requirements contract with a Tier I supplier, the Tier I supplier often needs to procure subcomponents from other companies (Tier II suppliers). In the absence of volume guarantees, both the Tier I and Tier II suppliers servicing the needs of the automaker assume the risk that volume will decrease or disappear entirely, depending on the market. This was the case with the parties' GMT 900 Quadrasteer Requirements Contract.

29. While Tier I and Tier II suppliers are not under a legal obligation to compensate their sub-suppliers under such circumstances, in the interest of maintaining good business relations, other forms of consideration are sometimes proposed, such as

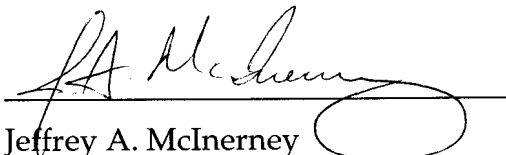
additional business opportunities or the purchase of dedicated capital for reuse in other applications.

30. DAS LLC has acted in good faith with Motorola and has not breached any of its contractual obligations under the GMT900 Quadrasteer Requirements Contract, which was not overridden or superseded by the parties' "course of dealing" or any "trade usage in the automotive industry." In any event, Motorola's damage claim is unsupported by the evidence and is inconsistent with automotive industry standards.

31. Contrary to industry standards, for example, Motorola seeks reimbursement: (a) for payroll of employees recording time on the GMT900 Requirements Contract, which is considered in the industry to be research and development; (b) for lost opportunities (profits) which are not the norm even in a cancellation claim; and (c) for the cost of capital equipment which Motorola claims is useless to it in other programs, but has not yet been made available for purchase by DAS LLC.

I declare under penalty of perjury pursuant to 28 U.S.C. § 1746 that the foregoing is true and correct.

Executed in Saginaw, Michigan on January 14, 2008

  
Jeffrey A. McInerney

TOGUT, SEGAL & SEGAL LLP  
Bankruptcy Conflicts Counsel for Delphi Corporation, et al.,  
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Tally Wiener (TW-0215)

**Hearing Date: February 8, 2008**  
**Hearing Time: 10 a.m.**

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International: (248) 813-2698

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UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK

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In re	:	Chapter 11
	:	
DELPHI CORPORATION, et al.,	:	Case No. 05-44481 [RDD]
	:	
Debtors.	:	(Jointly Administered)
	:	
-----X	:	

**DECLARATION OF BRAD J. WERNER IN SUPPORT OF DEBTORS'  
SUPPLEMENTAL REPLY IN FURTHER SUPPORT OF DEBTORS'  
OBJECTION REGARDING PROOF OF CLAIM NUMBER 8391  
(MOTOROLA, INC./ TEMIC AUTOMOTIVE OF NORTH AMERICA, INC.)**

Brad J. Werner, hereby declares as follows:

1. I make this declaration on behalf of Delphi Automotive Systems LLC  
("DAS LLC") in support of Debtors' Supplemental Reply in Further Support of Debtors'  
Objection Regarding Proof of Claim Number 8391 (the "Supplemental Reply"). I am the

Global Buyer for Motors, Actuators and Electrical Assemblies for DAS LLC's Delphi Steering division.

2. Except as otherwise indicated, all facts set forth in this declaration are based upon my personal knowledge, upon information supplied to me by other employees of DAS LLC, upon information learned from my review of relevant documents, or upon my opinion based upon my experience and knowledge of the DAS LLC's operations and the automobile industry in general.

**My Career in the Automotive Industry and at DAS LLC**

3. I am the Global Buyer for Motors, Actuators and Electrical Assemblies for DAS LLC's Delphi Steering division. I have served in this position since May 1, 2003 and have worked for DAS LLC since January, 2002.

4. Prior to assuming this position, I served as the Motor Supplier Quality Engineer at DAS LLC Steering from January 2002 to April 2003. I have approximately 8 years experience working in the automobile industry in design engineering, supplier quality and as a purchasing agent.

5.4. I have had regular contact with automotive suppliers in the product design, quality, and commercial functions.

6.5. During my time in the automotive industry, I have developed the ability to manage diverse suppliers that provide both unique and standard products.

7.6. My experience includes management and involvement with suppliers at all stages of projects including, but limited to, early supplier involvement, early launch, production and service. DAS LLC has worked with most of the major automobile

manufacturers including, but not limited to, General Motors, Nissan, Daimler Chrysler, Ford, Toyota, Fiat, Chery and other many other global original equipment manufacturers ("OEMs").

8.7. DAS LLC Steering also interacts with over 2000 suppliers on a regular basis and recently finished renewal of over 600 contract extensions for calendar year 2007.

9.8. My job duties while working for and at DAS LLC have included:

- Supplier Quality Engineer, Motors and Actuators (December 2001- March 2003) - Managing suppliers' product development, launch, and production from the aspect of quality and the DAS LLC SPDP Process.
- Buyer, Bearings (May 2000 – December 2001) Developing and implementing saving initiatives, negotiation strategies and various strategies for key bearing suppliers, selective sourcing of new business to partnering suppliers to provide DAS LLC with lowest total cost suppliers and exceed the annual cost savings targets.

10.9. Through my work experience at DAS LLC, I have obtained extensive knowledge and information about the automotive industry. I have worked on numerous automotive issues. These include production throughput issues, launch difficulties, engineering changes, new product development and implementation.

11.10. I have also had experiences in many aspects of contractual issues, including warranty claims, cancellation claims, commodity pricing pressures, factory closures, footprint migration and certainly contract negotiation. During my 8 year career in the automobile industry I have become familiar with settling contractual concerns or changes with suppliers in the automotive industry.



12.11. I am knowledgeable on DAS LLC's supplier contracts and the process of procuring and executing contracts on unique and custom products. In preparing, managing and reviewing a large amount of contracts with suppliers, I have been exposed to many requirements changes, as I see Claim 8391 represents, and how our company has chosen to respond to them. I have first-hand knowledge of how volume reductions and mix changes are handled in the industry.

**The Contract at Issue**

1.12. On November 1, 2002, DAS LLC and Motorola Inc. ("Motorola") entered into a requirements contract underpursuant to which Motorola was to provide 100% of the DAS LLC's production and service requirements for a critical certain components ("Electronic Steering Controller") to be incorporated into the Delphi Quadrasteer System for use in the GMT 900 program (the "GMT900 Quadrasteer Requirements Contract").

2.13. DAS LLC entered into the GMT900 Quadrasteer Requirements Contract in order to meet the needs of its automaker customer General Motors, which was then interested in developing a four wheel steering technology option for full-size pick up trucks and sports utility vehicles. GMT 900 was to be the replacement program for the GMT 800 Quadrasteer.

3.14. DAS LLC's requirements from Motorola under the GMT900 Quadrasteer Requirements Contract were based on the needs of its customer General Motors.

6.15. Motorola understood that General Motors' needs drove DAS LLC's requirements at the time that it entered into the GMT900 Quadrasteer Requirements Contract.

7.16. General Motors announced that it was delaying the launch of the GMT900 Program from calendar year 2005 to calendar year 2006.

17. In the meantime As General Motors' needs changed, DAS LLC pursued Quadrasteer programs with other automotive manufacturers, including Ford, DCX, Toyota, Fiat and Renault that would utilize the same Motorola Electronic Steering Controller parts to be used in subject to the GMT900 Quadrasteer program Requirements Contract.

18. In the spring of 2004, Nissan issued a letter of intent to DAS LLC, naming it as Nissan's Tier 1 production source for its Quadrasteer program. This represented a huge opportunity for DAS LLC with an important new customer to expand the Quadrasteer product's market penetration. Because the Nissan program would use the same architecture as the GMT900 and Motorola was a strategic supplier at the time, DAS LLC invited Motorola to work collaboratively with it on the program. Following that, Motorola joined DAS LLC in the development of the Nissan Electronic Steering Controller. Motorola designed and built prototypes and took part in weekly product development team meetings with DAS LLC and Nissan.

8.19. However, in September 2004, Motorola defaulted on its commitment to DAS LLC over the Nissan Quadrasteer program by abruptly announcing it would immediately terminate all work on the program. Motorola's excuse was that they informed

the Debtors that the Nissan program did not meet its financial requirements and that supporting the program was inconsistent with Motorola's direction because it would entail revisions to existing processes. Motorola had failed a series of Nissan quality and process audits and was unwilling to make the necessary investments for success.

20. The results of multiple audits by Nissan and DAS LLC of Motorola also clearly indicated key concerns with the quality of Motorola's manufacturing process for the product.

**Consequences to DAS LLC from Motorola's Misconduct**

20.21. Due to the fact that Motorola abandoned the Nissan business, DAS LLC was forced to approach Nissan and work to resolve commitments DAS LLC had made to Nissan. This resulted in significant damage to DAS LLC's relationship with Nissan.

21.22. In 2001, the Quadrateer GMT 800 system entered the market and generated immediate consumer enthusiasm with great technological advancements. In order for DAS LLC to grow the product, it knew that it could not depend solely on consumer enthusiasm; rather it needed to build its OEM customer base to drive competition between car manufacturers, leading to larger market penetrations.

22.23. In the spring of 2004, DAS LLC received a nomination letter from Nissan to be the production source for Quadrateer on its US Truck and SUV lines. DAS LLC was also in early development with other OEMs such as Ford, Daimler Chrysler and

Fiat for Quadrateer Applications on their vehicles programs that would utilize a large portion of DAS LLC's next generation Quadrateer System – the GMT 900 design.

23.24. The loss of a supplier of an important component on Quadrateer for Nissan, the unsolicited price increases from Motorola on components for the GMT900, coupled with poor marketing of the product by General Motors, resulted in the inability to achieve market penetration for this revolutionary product. This resulted in damages to DAS LLC. The portion that DAS LLC believed Motorola was responsible for was clearly communicated to Motorola as \$11.3M. See Letter from Beverly Gaskin to Adrian Schaffer dated March 21, 2005, a true and correct copy of which is annexed hereto as Exhibit "A."

**Motorola's Erroneous Assertion of "Cancellation"**

24.25. Commencing in early 2005, Motorola repeatedly asserted that DAS LLC had cancelled the GMT900 Requirements Contract and DAS LLC consistently corrected this assertion. For example, on the March 21, 2005, DAS LLC's Purchasing Director wrote "I am in receipt of your letter dated 03Feb05 and wish to clarify that I did not state this program was cancelled . . . ." Exhibit "A."

15.26. Notwithstanding that correspondence, on May 3, 2005, Motorola presented DAS LLC with a request for cancellation damages in the amount of \$8,385,154 compromised of: (i) engineering costs of \$4,152,864; (b) capital costs of \$708,088; and (c) lost profits of \$3,524,201, without any explanatory calculations. See Letter from Adrian Schaffer Beverly to Beverly Gaskin dated May 3, 2005, a true and correct copy of which is annexed hereto as Exhibit "B."

16.27. DAS LLC did not pay Motorola the requested cancellation damages because, consistent with the GMT900 Requirements Contract, it had acted in good faith and had not breached any obligation to contract with Motorola, in as much as, its the decreased requirements were caused by General Motors' decreased requirements.

17.28. DAS LLC's decision not to pay cancellation damages was also consistent with the parties' course of dealing and trade usage in the automotive industry, as well as the approach it has taken with other suppliers of similar Quadrasteer components.

29. When an original equipment manufacturer, such as General Motors, has a requirements contract with from a Tier I supplier, the Tier I supplier often needs to procure subcomponents parts from other companies (Tier II suppliers). In the absence of volume guarantees, both the Tier I and Tier II suppliers companies servicing the needs of the automaker an original equipment manufacturer assume the risk that volume will decrease or disappear entirely, depending on the market. This was the case with the parties' GMT 900 Quadrasteer Requirements Contract.

29. While Tier I and Tier II suppliers are not under a legal obligation to compensate their sub-suppliers under such circumstances, in the interest of maintaining good business relations good will, other forms of consideration are sometimes proposed, such as additional business opportunities or the purchase of dedicated capital for reuse in other applications.

20.30. DAS LLC acted in good faith and did not breach the GMT900 Requirements Contract. Even if DAS LLC were to concede this point other consideration

was granted in the form of additional new business opportunity (the Nissan business that Motorola rejected) and the pursuit of purchasing capital equipment that despite being of no use to Motorola is strangely unavailable. DAS LLC has acted in good faith with Motorola and has not did not breached any of its contractual obligations to Motorola under the GMT900 Quadrateer Requirements Contract, which and was not not overridden or superseded by with the parties' "course of dealing" or any with "trade usage in the automotive industry." In any event, Motorola's damage claim is unsupported by the evidence and is inconsistent with automotive industry standards.

31. Contrary to industry standards, for example, Motorola seeks reimbursement (a) for payroll of employees recording time on the GMT900 Requirements Contract, which is considered in the industry to be research and development; (b) to for has as for lost opportunities (profits) which are not the norm even in a cancellation claim, and (c) for the cost of capital equipment which Motorola that it claims is useless to it in Motorola for other programs, but has not yet been available for purchase by DAS LLC.

I declare under penalty of perjury pursuant to 28 U.S.C. § 1746 that the foregoing is true and correct.

Executed in \_\_Saginaw\_\_, Michigan on January \_14\_, 2008



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Brad J. Werner



## DELPHI

TO: Adrian Schaffer  
FROM: Beverly Gaskin  
DATE: 3/21/05  
RE: GMT 900 Quadrasteer Program Suspension

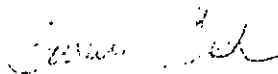
I am in receipt of your letter-dated 03Feb05 and wish to clarify that I did not state this program was cancelled nor did I agree to Motorola's unilateral deadline for response.

I do agree that Motorola should discontinue their internal resources on this project. Please understand that one of the major causes for our customer removing this option at this time was the Motorola price increase. We were disappointed in Motorola's unsolicited quotes and unsubstantiated cost increases during the course of this project.

Delphi has calculated the GMT 900 Quadrasteer program cost and strongly feels that the portion Motorola should be responsible for is 11.3M USD, for the reasons explained in the above paragraph. If you want to discuss this further please contact Jay Londhe to set up a meeting.

Delphi still feels this steer by wire technology is valuable and needed in this industry, consequently we are continuing to pursue other customers and application for this technology.

Sincerely,



Beverly Gaskin  
Director of Purchasing -- Delphi Saginaw

Cc.  
Jay Londhe  
Betty Vanhove





May 3, 2005

Delphi Corporation  
Attn: Beverly Gaskin  
Director of Purchasing – Delphi Saginaw  
3900 Holland Road  
Saginaw, MI 48601

Subject: Quadrasteer program

Dear Bev,

We have reviewed your letter dated March 21, 2005, regarding the Quadrasteer program and are unclear as to Delphi's position regarding the cancellation of the GMT900 Quadrasteer Program. Delphi communicated verbally that GM had cancelled the GMT900 Quadrasteer program and based on this feedback, we considered the GMT900 Quadrasteer Program cancelled and thus prepared a cancellation claim that included all of the incurred development costs associated with supporting the program.

In our letter dated March 9, 2005, Motorola informed Delphi that our cancellation claim was \$8.3M. The summarized claim is based on the Long Term Contract ("LTC"). The LTC is a requirements contract that obligates Delphi to purchase its entire requirements of GMT900 Quadrasteer controllers from Motorola. Program cancellation is not addressed in the LTC; however, Motorola's Terms of Sale, which were incorporated by reference in Section 10 of the LTC do cover termination of the agreement. Motorola has met its obligations under the LTC and therefore is entitled to compensation. See Attachment A for further detail discussion.

Attachment B includes a summary of the engineering effort incurred, our cost of capital invested in the program, and our expected lost profits.

I would like to schedule a meeting to resolve this issue. If we are unable to review a clear plan for closure within the next two weeks, we will expect your participation with mediation. Please provide me with several dates that fit within your schedule.

Best Regards,

A handwritten signature in black ink, appearing to read 'Adrian Schaffer'.

Adrian Schaffer  
Director Tier One Sales



ATTACHMENT A

CONTRACT CLAIM

Attachment B sets forth a summary of our claim broken down into engineering effort incurred, our cost of capital invested in the program, and our expected lost profits.

The summarized claim is based on the Long Term Contract signed on November 1, 2002 (the "LTC"). The LTC is a requirements contract, which means that Delphi committed to purchase its entire requirements of GMT900 Quadrasteer controllers from Motorola. The term of the LTC runs until the end of 2011, this means that Motorola made its investments for the long term. The price is based on volume as stated in Section 3 of the LTC and Appendix C. Motorola generated several quotes in-line with requested volumes scenarios from Delphi throughout the development stage of the program (Refer to Attachment B). With GM's cancellation of the GMT900 Quadrasteer program there is no realistic possibility that volumes will ever reach the level that was forecasted in the LTC. At no time did Motorola fail to perform its obligations under the LTC, nor did Motorola ever state its intention to do so. There is nothing wrong with trying to amend a contract when it becomes obvious that all of the business assumptions that originally underlie the contract have changed.

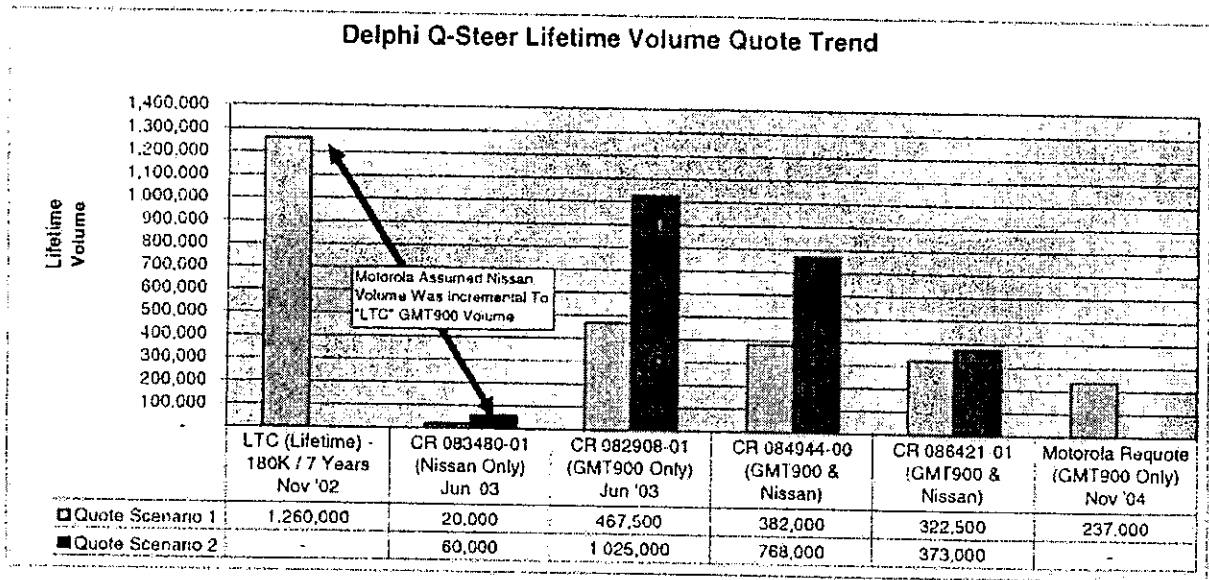
The issue of program cancellation is not addressed in the LTC; however, Motorola's Terms of Sale, which were incorporated by reference in Section 10 of the LTC, do cover termination of the agreement. Section 4 of the Motorola Terms of Sale provides that if Delphi terminates the agreement Delphi will be responsible for "Motorola's incurred costs, committed costs and a reasonable contract profit.

It is unclear to what extent Delphi's terms are incorporated into the LTC, since they would only apply to individual orders. The LTC clearly states that Motorola objects to the Delphi terms, though a handwritten, unsigned comment also appears to reject the Motorola terms. Section 11 of Delphi's terms also allow Motorola to collect damages for termination of an order, though the calculation of damages might be different.

Section 12 h. of the Motorola Terms of Sale provides that the parties will submit any claim or dispute to non-binding mediation before initiating any former legal process.



**Attachment B**



Total Engineering	\$4,152,864
Cost Of Capital	\$708,088
Lost Profits/ SG&A	\$3,524,201
Total Claim	\$8,385,154